#### IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	- X	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et</u> <u>al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	- X	

#### **AFFIDAVIT OF SERVICE**

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On October 21, 2008, I caused to be served the documents listed below (i) upon the parties listed on <u>Exhibit A</u> hereto via electronic notification and (ii) upon the parties listed on <u>Exhibit B</u> hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation And Agreed Order Setting Maximum Amount Of Proof Of Claim Number 14028 And Disallowing And Expunging Proofs Of Claim Numbers 14029 And 14030 (Rachel G. Baxter) (Docket No. 14328) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 6606 (Harman Becker Automotive Systems, Inc.) (Docket No. 14329) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 9463 And 9464 (Lydall Thermal/Acoustical Sales LLC) (Docket No. 14331) [a copy of which is attached hereto as Exhibit E]
- 4) Joint Stipulation And Agreed Order Disallowing And Expunging Claim No. 15530 And Reducing And Allowing Claim No. 15531 (York International Corp.) (Docket No. 14332) [a copy of which is attached hereto as Exhibit F]

On October 21, 2008, I caused to be served the document listed below upon the party listed on Exhibit G hereto via postage pre-paid U.S. mail:

5) Joint Stipulation And Agreed Order Setting Maximum Amount Of Proof Of Claim Number 14028 And Disallowing And Expunging Proofs Of Claim Numbers 14029 And 14030 (Rachel G. Baxter) (Docket No. 14328) [a copy of which is attached hereto as Exhibit C]

On October 21, 2008, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via postage pre-paid U.S. mail:

6) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 6606 (Harman Becker Automotive Systems, Inc.) (Docket No. 14329) [a copy of which is attached hereto as Exhibit D]

On October 21, 2008, I caused to be served the document listed below upon the party listed on <u>Exhibit I</u> hereto via postage pre-paid U.S. mail:

7) Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 9463 And 9464 (Lydall Thermal/Acoustical Sales LLC) (Docket No. 14331) [a copy of which is attached hereto as Exhibit E]

On October 21, 2008, I caused to be served the document listed below upon the party listed on Exhibit J hereto via postage pre-paid U.S. mail:

8) Joint Stipulation And Agreed Order Disallowing And Expunging Claim No. 15530 And Reducing And Allowing Claim No. 15531 (York International Corp.) (Docket No. 14332) [a copy of which is attached hereto as Exhibit F]

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Dated: October 24, 2008	
	/s/ Darlene Calderon
	Darlene Calderon
State of California	
County of Los Angeles	
	Fore me on this 24th day of October, 2008, by sis of satisfactory evidence to be the person who
Signature: /s/L. Maree Sanders	
Commission Expires: 10/1/09	

#### **EXHIBIT A**

#### 05-44481-rdd Doc 14370 Filed 10/24/08 Entered 10/24/08 17:06:13 Main Document Pg 5 of 68 Delphi Corporation Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	EMAIL	PARTY / FUNCTION
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LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	bsimon@cwsny.com	
									Counsel to Flextronics International, Inc.,
									Flextronics International USA, Inc.;
									Multek Flexible Circuits, Inc.; Sheldahl de
									Mexico S.A.de C.V.; Northfield
									Acquisition Co.; Flextronics Asia-Pacific
Curtis, Mallet-Prevost, Colt &						10178-		_	Ltd.; Flextronics Technology (M) Sdn.
mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	0061	2126966000	sreisman@cm-p.com	Bhd
	Danield Daniestain						242 450 4002		Coursel to Debterle Destructition
Davis Dalle 8 Mandovall	Donald Bernstein	AFO I aviantan Avanua		Na Vanle	NIV	10017	212-450-4092	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition
Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	sean.p.corcoran@delphi.co	Administrative Agent
								m	
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	karen.j.craft@delphi.com	Debtors
Delprii Corporation	Gean Corcoran, Raien Gran	3723 Delphi Drive		TTOY	IVII	40000	240-013-2000	Raren.j.crant@deiphi.com	Debtors
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Flextronics International USA,		and the state of t		2.00	0.0		000 021 1000		Counsel to Flextronics International USA.
Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308	om	Inc.
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Freescale Semiconductor, Inc.	Richard Lee Chambers, III	Drive West	MD: OE16	Austin	TX	78735	512-895-6357	<u>om</u>	Creditor Committee Member
	Brad Eric Sheler								
	Bonnie Steingart								
	Vivek Melwani								
Fried, Frank, Harris, Shriver &	Jennifer L Rodburg							rodbuje@ffhsj.com	Counsel to Equity Security Holders
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								randall.eisenberg@fticonsult	
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	ing.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	valerie.venable@ge.com	Creditor Committee Member
G	Laria A. Hassal	1701 Pennsylvania		\	DC	20000	202 057 0020		Coursel to Francisco Bonefite
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Law Debenture Trust of New	5 . 15 5 . 1	400 14 11 4	- " -			1001=	040 750 0:5:		
York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	daniel.fisher@lawdeb.com	Indenture Trustee
Law Debenture Trust of New	Detriels I. Heels	400 Madiaga Ava	Carrette Class	Name Vants	NIX	10017	040 750 0474	matrials had substituted by the second	Indontura Tructa a
York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	patrick.healy@lawdeb.com	Indenture Trustee

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	EMAIL	PARTY / FUNCTION
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	EMAIL	PARTY / FUNCTION
									Counsel to Movant Retirees and
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			1100 North Market					scimalore@wilmingtontrust.c	Creditor Committee Member/Indenture
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
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Adlan Ballania ( Oban ban BO	I a a a la A a a a a a a a	On a Citina and Din Otto El		Daniel de la conse	DI	00000		404 074 7000		Attorneys for Fry's Metals Inc. and
Adler Pollock & Sheehan PC	Joseph Avanzato	One Citizens Plz 8th Fl		Providence	RI	02903		401-274-7200	javanzato@apslaw.com	Specialty Coatings Systems Eft
		259 Radnor-Chester Road.								
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Akin Gump Strauss Hauer & Feld	1									Counsel to TAI Unsecured
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										Electric Companay, Ltd., and
	Dennis J. Connolly; David								dconnolly@alston.com	Furukawa Electric North America
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ATS Automation Tooling Systems		250 Boyol Ook Baarl		Combrides	Ontorio	NOU ADO	Canada	E40 6E2 4402	and lower Oats and the section of the	Company
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										Attorney for Alabama Power
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Barack, Ferrazzano, Kirschbaum										EIS, Inc. and Johnson Industries,
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										Counsel to Motion Industries, Inc.,
Barack, Ferrazzano, Kirschbaum								0.40 004 0.455		EIS, Inc. and Johnson Industries,
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Danies a membary LL	Wildriger IV. Wilderery	TT C. Meridian Circot		maianapono		10201		017 200 1010	mondon y ce staw . som	Counsel to Armada Rubber
										Manufacturing Company, Bank of
										America Leasing & Leasing &
										Capital, LLC, & AutoCam
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Beeman Law Office	Thomas w Beeman	33 West Tolli Sileet	Suite 200	Anderson	IIN	40010		700-040-1330	tom@beemanlawoffice.com	(Indiana) Treasurer
										Counsel to Teachers Retirement
										System of Oklahoma; Public
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In re. Delphi Corporation, et al. Case No. 05-44481 (RDD)

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY PHONE	EMAIL	PARTY / FUNCTION
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#### **EXHIBIT B**

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								Flexible Circuits, Inc.; Sheldahl de Mexico
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Curtis, Mallet-Prevost, Colt & mosle								Flextronics Asia-Pacific Ltd.; Flextronics
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Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	Administrative Agent
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•	Brad Eric Sheler							
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JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th FI		New York	NY	10172	212-270-0426	Postpetition Administrative Agent
or morgan ondoo bank, 14,7 t.	Caca Additio, Claim (Addono	1177 Avenue of the					212 210 0420	Counsel Data Systems Corporation; EDS
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Transport Concentante	Chery's Botanios	2000 / 1140114 / 110		Li cogunac	0,1	002.10	010 020 0000	Counsel to Official Committee of
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Edw Bebenkare Trast of New York	Barrier R. Fisher	400 Madison 7.VC	1 Gartin 1 IGGI	INOW TOTAL	141	10017	212 700 0474	indentare tradice
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D: 1 01 1 0 1	16: 16 11	01140 405 40 00	1000 01 1 5 :			40000 0700	040 570 5744	Motors Company, LLC;
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	MI	48326-2766	248-576-5741	DaimlerChrylser Canada, Inc.
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erally rimer at 2 ranging errain, ever	Beth Klimczak, General		04.10 202	······································		002.2		General Counsel to Jason
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In re. Delphi Corporation, et al. Case No. 05-44481 (RDD)

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								Corp (LINC); Universal Am-Can,
								Ltd.; Universal Truckload Services
Steinberg Shapiro & Clark	Mark H. Shapiro	24901 Northwestern Highway	Suite 611	Southfield	MI	48075	248-352-4700	Inc.
								Co-Counsel for David Gargis,
								Jimmy Mueller, and D. Keith
Thaler & Gertler LLP	Andrew M. Thaler Esq	90 Merrick Ave Ste 400		East Meadow	NY	11554	516-228-3533	Livingston

In re. Delphi Corporation, et al. Case No. 05-44481 (RDD)

10/23/2008 11:44 PM US Mail (31)

# 05-44481-rdd Doc 14370 Filed 10/24/08 Entered 10/24/08 17:06:13 Main Document Pg 36 of 68 Delphi Corporation 2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
Thelen Reid Brown Raysman & Steiner LLP	David A. Lowenthal	875 Third Avenue		New York	NY	10022	212-603-2000	Counsel to American Finance Group, Inc. d/b/a Guaranty Capital Corporation and Oki Semiconductor Company
Stelller LLF	David A. Loweritrai	873 Tillia Aveilae		INEW TOIK	INI	10022	212-003-2000	Semiconductor Company
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	Conflicts counsel to Debtors
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	ОН	43216-1008	614-464-6422	
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102	817-810-5250	Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C.
Weiland, Golden, Smiley, Wang			Suite 1100		.,,		0 0 0200	Counsel to Toshiba America
Ekvall & Strok, LLP	Lei Lei Wang Ekvall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626	714-966-1000	Electronic Components, Inc.
WL Ross & Co., LLC	Stephen Toy	1166 Avenue of the Americas		New York	NY	10036-2708	212-826-1100	Counsel to WL. Ross & Co., LLC

# **EXHIBIT C**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. John K. Lyons Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York, 10036 (212) 735-3000 Kayalyn A. Marafioti Thomas J. Matz

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

# UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05–44481 (RDD)

Debtors. : (Jointly Administered)

-----x

JOINT STIPULATION AND AGREED ORDER SETTING MAXIMUM AMOUNT OF PROOF OF CLAIM NUMBER 14028 AND DISALLOWING AND EXPUNGING PROOFS OF CLAIM NUMBERS 14029 AND 14030 (RACHEL G. BAXTER)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Rachel G. Baxter respectfully submit this Joint Stipulation And Agreed Order Capping Proof Of Claim Number 14028 And Disallowing And Expunging Proofs of Claim Numbers 14029 And 14030 (Rachel G. Baxter) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 31, 2006, Rachel G. Baxter (the "Claimant") filed proof of claim number 14028 ("Proof of Claim 14028") against Delphi. The Proof of Claim asserts an unsecured non-priority claim in an unliquidated amount arising from an alleged indemnification agreement ("Claim 14028").

WHEREAS, on July 31, 2006, Baxter filed proof of claim number 14029 ("Proof of Claim 14029") against Delphi Automotive Systems LLC ("DAS LLC"). The Proof of Claim asserts an unsecured non-priority claim in an unliquidated amount arising from an alleged indemnification agreement ("Claim 14029").

WHEREAS, on July 31, 2006, Baxter filed proof of claim number 14030 ("Proof of Claim 14030," together with Proof of Claim 14028 and Proof of Claim 14029, the "Proofs of Claim") against Delphi Automotive Systems Human Resources ("DAS Human Resources").

Proof of Claim 14030 asserts an unsecured non-priority claim in an unliquidated amount arising from an alleged indemnification agreement ("Claim 14030", together with Claim 14028 and Claim 14029, the "Claims").

WHEREAS, by the execution of this Joint Stipulation and the agreement of the parties, the Proofs of Claim are hereby deemed objected to within the meaning of section 502 of the Bankruptcy Code.

WHEREAS, the Claimant hereto acknowledges that she has been given the opportunity to consult with counsel before executing this Joint Stipulation and is executing such Joint Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Joint Stipulation.

WHEREAS, pursuant to this Joint Stipulation, the Debtors and the Claimant acknowledge and agree that the asserted amount of Claim 14028 shall be modified such that in no event shall Claim 14028 be allowed in an amount exceeding \$50,000.00.

THEREFORE, the Debtors and the Claimant stipulate and agree as follows:

- 1. Claim 14028 is hereby modified such that in no event shall Claim 14028 be allowed in an amount exceeding \$50,000.00.
- 2. Claim 14029 and Claim 14030 are hereby disallowed and expunged in their entirety.
- 3. Solely to the extent that (a) the Claimant filed duplicative claims against Delphi, DAS LLC, and DAS Human Resources for the same asserted obligation and (b) the Debtors are seeking to have Claim 14029 and Claim 14030 disallowed and expunged, the Debtors will not seek to have the Claim 14028 disallowed and expunged solely on the basis that Claim 14028 is asserted against the incorrect Debtor, provided that Claim 14029 or Claim 14030 was originally filed against the correct Debtor. For the avoidance of doubt, except as expressly provided in the preceding sentence, Claim 14028 would remain subject to further objection on

any grounds whatsoever, including, without limitation, that Claim 14028 is asserted against the incorrect Debtor if the Claimant did not file a claim against the correct Debtor. Furthermore, the Debtors reserve the right to object to Claim 14028 and any holder of Claim 14028 may seek relief from this Court for the purposes of requesting that this Court modify the Debtor or Debtors against which Claim 14028 is asserted.

- The Claims are hereby deemed objected to within the meaning of section
   of the Bankruptcy Code.
- 5. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted against any of the Debtors.

So Ordered in New York, New York, this 14th day of October, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
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- and -

Kayalyn A. Marafioti Thomas J. Matz Four Times Square New York, New York 10036 (212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession /s/ Rachel G. Baxter

Rachel G. Baxter

# **EXHIBIT D**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. John K. Lyons Ron E. Meisler

- and -

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Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05–44481 (RDD)

Debtors. : (Jointly Administered)

----- X

A

JOINT STIPULATION AND AGREED ORDER COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 6606 (HARMAN BECKER AUTOMOTIVE SYSTEMS, INC.) Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Harman Becker Automotive Systems, Inc. ("Harman Becker") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 6606 (Harman Becker Automotive Systems, Inc.) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 22, 2006, Harman Becker filed proof of claim number 6606 against Delphi, which asserts an unsecured non-priority claim in the amount of \$191,024.66 (the "Claim") stemming from the sale of goods.

WHEREAS, on February 15, 2008, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Sixth Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Untimely Claims not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification and Modified Claim Asserting Reclamation (Docket No. 12686) (the "Twenty-Sixth Omnibus Claims Objection").

WHEREAS, on March 10, 2008, Harman Becker filed its Response of Harman Becker Automotive Systems, Inc. to Debtors' Twenty-Sixth Omnibus Objection Pursuant to 11 U.S.C. §502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Untimely Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D)

Claims Subject to Modification as Modified Claim Asserting Reclamation (Docket No. 13052) (the "Response").

WHEREAS, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$184,163.21 as a general unsecured non-priority claim.

WHEREAS, to resolve the Twenty-Sixth Omnibus Claims Objection with respect to the Claim, the Debtors and Harman Becker entered into this Joint Stipulation.

WHEREAS, pursuant to this Joint Stipulation, the Debtors acknowledge and agree that the Claim shall be allowed against the estate of DAS LLC in the amount of \$184,163.21 as a general unsecured non-priority claim.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Harman Becker stipulate and agree as follows:

- 1. The Claim shall be allowed in the amount of \$184,163.21 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
- 2. Allowance of the Claim is in full satisfaction of the Claim and Harman Becker, on its behalf and on behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (the "Harman Becker Releasing Parties"), hereby waives any and all rights to assert, against any and all of the Debtors, that the Claim is anything

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but a prepetition general unsecured non-priority claim against DAS LLC. The Harman Becker Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim or which the Harman Becker Releasing Parties have, ever had, or hereafter shall have against the Debtors based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Petition Date.

Harman Becker shall withdraw its Response to the Twenty-Sixth Omnibus
 Claims Objection with prejudice.

So Ordered in New York, New York, this 14th day of October, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

# AGREED TO AND APPROVED FOR ENTRY:

#### /s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
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/s/ John T. Gregg

John T. Gregg BARNES & THORNBURG LLP 300 Ottawa Avenue, NW, Suite 500 Grand Rapids, Michigan 49503 (616) 742-3930

- and -

Kayalyn A. Marafioti Thomas J. Matz Four Times Square New York, New York 10036 (212) 735-3000 - and -

Samuel Hodson 11 South Meridian Street Indianapolis, Indiana 46204-3535 (317) 236-1313

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession Attorneys for Harman Becker Automotive Systems, Inc.

# **EXHIBIT E**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. John K. Lyons Ron E. Meisler

- and -

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Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

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Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05–44481 (RDD)

Debtors. : (Jointly Administered)

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JOINT STIPULATION AND AGREED ORDER COMPROMISING AND ALLOWING PROOFS OF CLAIM NUMBERS 9463 AND 9464 (LYDALL THERMAL/ACOUSTICAL SALES LLC) Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Lydall Thermal/Acoustical Sales LLC (formerly known as Lydall Westex) ("Lydall") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 9463 And 9464 (Lydall Thermal/Acoustical Sales LLC) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 13, 2006, Lydall filed proof of claim number 9463 ("Claim No. 9463") and proof of claim number 9464 ("Claim No. 9464," together with Claim No. 9463, the "Claims") against DAS LLC, which assert unsecured non-priority claims in the amounts of \$108,415.00 and \$5,465.00, respectively, stemming from the sale of goods and services provided.

WHEREAS, on March 16, 2007, the Debtors objected to Claim No. 9464
pursuant to the Debtors' (i) Eleventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. §
502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B)
Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims
Subject To Modification (Docket No. 7301) (the "Eleventh Omnibus Claims Objection"),
seeking to modify Claim No. 9464 to an asserted amount of \$4,840.00 against the estate of DAS
LLC.

WHEREAS, Lydall did not file a response to the Eleventh Omnibus Claims

Objection and on April 23, 2007, this Court entered the Order Pursuant to 11 U.S.C. § 502(b)

and Fed. R. Bankr. P. 3007 Disallowing and Expunging Certain (A) Insufficiently Documented

Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D)

Claims Subject to Modification Identified in Eleventh Omnibus Claims Objection (Docket No.

7771), modifying Claim No. 9464 to an asserted amount of \$4,840.00 against the estate of DAS

LLC.

WHEREAS, on April 27, 2007, the Debtors objected to Claim No. 9463 pursuant to the Debtors' (i) Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims And Untimely Tax Claims, And (F) Claims Subject to Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection").

WHEREAS, on May, 23 2007, Lydall filed its Response And Reservation of Rights (Docket No. 8015) (the "Response") to Debtors' Thirteenth Omnibus Claims Objection.

WHEREAS, on September 19, 2008, to resolve the Thirteenth Omnibus Claims

Objection with respect to the Claim No. 9463 and provide for the allowance of Claim No. 9464,

DAS LLC and Lydall entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that (i) Claim No. 9463 shall be allowed as a general unsecured non-priority claim against

DAS LLC in the amount of \$15,900.27 and (ii) Claim No. 9464 shall be allowed as a general unsecured non-priority claim against DAS LLC in the amount of \$4,840.00.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Proofs of Claim involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Lydall stipulate and agree as follows:

- 1. Claim No. 9463 shall be allowed in the amount of \$15,900.28 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
- 2. Claim No. 9464 shall be allowed in the amount of and \$4,840.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
- 3. Without further order of the Court, DAS LLC is authorized to offset or reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the amount of any cure payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which Lydall is a party.
- Lydall shall withdraw its Response to the Thirteenth Omnibus Claims
   Objection with prejudice.

So Ordered in New York, New York, this 15th day of October, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
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- and -

Kayalyn A. Marafioti Thomas J. Matz Four Times Square New York, New York 10036 (212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession /s/ C. Donald Neville

C. Donald Neville Kroll, McNamara, Evans & Delehanty, LLP 65 Memorial Road – Suite 300 West Hartford, CT 06107 (860) 561-7070

Attorney for Lydall Thermal/Acoustical Sales LLC

# **EXHIBIT F**

TOGUT, SEGAL & SEGAL LLP Bankruptcy Co-Counsel for Delphi Corporation, et al., Debtors and Debtors in Possession One Penn Plaza, Suite 3335 New York, New York 10119 (212) 594-5000 Albert Togut (AT-9759) Neil Berger (NB-3599)

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Delphi Legal Information Website: http://www.delphidocket.com

# UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

-----x .

In re:

: Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 [RDD]

:

Debtors. : Jointly Administered

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# JOINT STIPULATION AND AGREED ORDER DISALLOWING AND EXPUNGING CLAIM NO. 15530 AND REDUCING AND ALLOWING CLAIM NO. 15531 (YORK INTERNATIONAL CORP.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and York International Corp. ("York" or "Claimant") respectfully submit this Joint Stipulation And Agreed Order Disallowing and Expunging Claim No. 15530 And Reducing And Allowing Claim No. 15531 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on August 11, 2006, Claimant filed proof of claim number 15530 against DAS, asserting a claim in the amount of \$88,202.55 ("Proof of Claim 15530") and proof of claim number 15531 against Delphi Corporation asserting a claim in the amount of \$74,971,50 ("Proof of Claim 15531" and collectively with Proof of Claim 15530, the "Claims"); and

WHEREAS, on March 13, 2007, the Debtors objected to the Proof of Claim 15530 pursuant to the Debtors' Tenth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 7300) (the "Tenth Omnibus Claims Objection"); and

WHEREAS, on March 31, 2007, the Debtors objected to the Proof of Claim 15531 pursuant to the Debtors' Eleventh Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected on Debtors' Books and Records, (C)

Untimely Claims, and (D) Claims Subject to Modification ("Eleventh Omnibus Claims Objection") (Docket No. 7031) (the "Eleventh Omnibus Claims Objection"); and

WHEREAS, on April 13, 2007, Claimant filed its response to the Tenth and Eleventh Omnibus Claims Objection (the "Response"); and

WHEREAS, to resolve the Tenth Omnibus Claims Objection and the Eleventh Omnibus Claims Objection with respect to the Claims, Delphi and Claimant have agreed to enter into a Settlement Agreement dated as of September 24, 2008 (the "Settlement Agreement"); and

WHEREAS, DAS LLC is authorized to enter into the Settlement

Agreement either because the Claims involve ordinary course controversies or pursuant
to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b)

Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And
Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court
on June 29, 2006.; and

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Proof of Claim 15531 shall be allowed as a general unsecured non-priority claim in the amount of \$58,955.99 against DAS and Proof of Claim 15530 shall be disallowed and expunged in its entirety; and

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

- 1. Proof of Claim 15331 shall be allowed against DAS in the amount of Fifty-Eight Thousand Nine Hundred and Fifty-Five Dollars and Ninety-Nine Cents (\$58,955.99).
- 2. Proof of Claim 15330 shall be disallowed and expunged in its entirety.
  - 3. The Response is hereby withdrawn.

Dated: New York, New York

October 2, 2008

DELPHI CORPORATION, et al., Debtors and Debtors-in-Possession, By their Bankruptcy Conflicts Counsel, TOGUT, SEGAL & SEGAL LLP, By:

\_/s/ Neil Berger

NEIL BERGER (NB-3599) A Member of the Firm One Penn Plaza, Suite 3335 New York, New York 10119 (212) 594-5000

Dated: Chicago, Illinois

September 23, 2008

YORK INTERNATIONAL CORP. By its counsel REED SMITH LLP By:

/s / Stephen T. Bobo STEPHEN T. BOBO 10 South Wacker Drive Chicago, Illinois 60606-7507 (312) 207-1000

#### **SO ORDERED**

This <u>15th</u> day of <u>October</u>, 2008 in New York, New York

\_\_\_\_\_/s/Robert D. Drain HONORABLE ROBERT D. DRAIN UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT G**

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Delphi Corporation Special Parties

Company	Contact	Address1	City	State	Zip
Masco Corporation	Rachel G Baxter	21001 Van Born Rd	Taylor	MI	48180

# **EXHIBIT H**

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Delphi Corporation Special Parties

Company	Contact	Address1	City	State	Zip
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Barnes & Thornburg LLP	Samuel Hodson	11 South Meridian St	Indianapolis	IN	46204-3535

# **EXHIBIT I**

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Delphi Corporation Special Parties

Company	Contact	Address1	City	State	Zip
Kroll McNamara Evans & Delehanty LLP	C Donald Neville	65 Memorial Road Ste 300	West Hartford	CT	06107

# **EXHIBIT J**

05-44481-rdd Doc 14370 Filed 10/24/08 Entered 10/24/08 17:06:13 Main Document Pg 68 of 68
Delphi Corporation Special Parties

Company	Contact	Address1	City	State	Zip
Reed Smith LLP	Stephen T Bobo	10 S Wacker Dr	Chicago	IL	60606-7507